FAIR WIND SECRETARIAL SERVICES LIMITED

富榮秘書服務有限公司

B

3rd Floor, Kailey Tower, 16 Stanley Street, Central, Hong Kong. 香港中環士丹利街十六號騏利大廈三樓 Tel: 2827 1778 • Fax: 2827 4790 • E-mail: fw@fairwind.com.hk 05009109

Your Ref:

Our Ref:

S/5411/89

LTO/sl

8th June, 2005

Securities and Exchange Commission, Division of Corporate Finance, Office of International Corporate Finance, Room 3045 (Stop 3-4), 450 Fifth Street, Washington, D.C.20549, United States of America.

SIPPÉ

Ladies and Gentlemen,

Re:

Starlight International Holdings Limited

("the Company")

Rule 12g3-2(b) Exemption

File No.82-3594

Pursuant to Rule 12g3-2(b)(1)(iii), and on behalf of the Company, enclosed are the documents described on Annex A hereto for your attention.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on January 11, 1994.

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), and that neither this letter nor the Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2827 4748 in Hong Kong if you have any questions.

Thank you for your attention.

Yours faithfully,
For and on behalf of
FAIR WIND SECRETARIAL SERVICES
LIMITED

Director

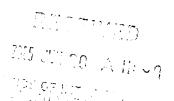
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Enc. c.c. the Company

Annex A to Letter to the SEC dated 8th June, 2005 of Starlight International Holdings Limited



The documents checked below are being furnished to the SEC to supplement information provided with respect to the Company's request for exemption under Rule 12g3-2, which exemption was established on January 11, 1994:-

DESCRIPTION OF DOCUMENT

1. Title : Notification of Repurchases of Company's Shares

Date : 9th May, 2005

17th May, 2005 22nd May, 2005 31st May, 2005 1st June, 2005 2nd June, 2005

Entities requiring item: HKSE pursuant to Exchange Listing Agreement.

2. Title: Notification of movement of securities in Hong Kong

Date : 31st May, 2005

Entities requiring item: HKSE pursuant to Exchange Listing Agreement; and

		I	1			Preference shares:	please specify:	please specify:	
	change of		1778			2.			
ecurities	The Stock Ex		Tel No.: 2827 1778		Securities:	>			
Equity Society	tment of]	Limited	Te		Equity S	••	••		
Monthly Return on Movement of Listed Equity Securities For the month ended 31st May, 2005	The Research & Planning Department of The Stock Exchange of Hong Kong Limited	From: Starlight International Holdings Limited (Name of Company)	Mr. Peter LEE Yip Wah (Name of Responsible Official)	2nd June, 2005	(A) Information of Types of Listed Equity Securities: (please tick wherever applicable)	Ordinary shares	Other classes of shares	Warrants	
Monthly Return on N For the month ended		m: <u>Starli</u> (Nan	Mr. I (Nan		(plea	-:	3.	4.	
Mo	TO:	Fro		Date:					

(B) Movement in Authorised Share Capital: No. of Ordistance at close of preceding month: Increase/(Decrease) (SGM approval date):	are Capital: No. of Ordinary shares/Preference shares/other classes of shares 1,250,000,000	<u>Par Value (HK\$)</u> \$0.40	Authorised Share Capital (HK\$) \$500,000,000
Balance at close of the month:	1,250,000,000	\$0.40	\$500,000,000

(C) Movement in Issued Share Capital:	ital:		
Deleases of close of constant	No. of Ordinary shares	No. of Preference shares	No. of other classes of shares
Datance at close of preceding month:	762,223,114	Nil	Nil
Increase/(Decrease) during the month	(417,500)	Nil	Nil
Balance at close of the month:	761,805,614	Nil	Nil

(D) Details of Movement:* please delete and insert "N/A" wherever inapplicable

S IN NO. OF I NEW SHARES THE ARISING THEREFROM	suc	
SECURITIES IN ISSUE AT CLOSE OF THE MONTH	No. of Options	4,700,500 15,144,000 3,000,000 2,650,000 1,500,000 (HK\$)
E MONTH	Cancelled	
MOVEMENT DURING THE MONTH	Exercised	Nil Nil Nil Nil Exercised (HK\$)
MOVEMI	Granted	豆豆豆豆
SECURITIES IN ISSUE AT CLOSE OF PRECEDING MONTH	No. of Options	4,700,500 15,144,000 3,000,000 2,650,000 1,500,000 (HK\$)
TYPE OF SECURITIES	SHARE OPTIONS*	1. Employee share option scheme adopted on 12th September, 2002 Exercise price: HK\$0.40 Exercise price: HK\$0.808 Exercise price: HK\$0.814 Exercise price: HK\$0.814 Exercise price: HK\$0.67 2. Employee share option scheme adopted on Exercise price: HK\$ WARRANTS* Date of Expiry 1. Subscription price HK\$ 2. Subscription price HK\$ 2. Subscription price HK\$

CONVERTIBLES* Class	Units	Converted (Units)	Units	
Convertibles Notes Convertible price: HK\$	N/A	N/A N/A	1	
OTHER ISSUES OF SHARES* Riohts Issue	Price:	Issue and allotment Date:		
Placing Bonus Issue	Price:	Issue and allotment Date: Issue and allotment Date:		
Scrip Dividend Repurchase of share		Issue and allotment Date: Cancellation Date: May 9, 17 & 31, 2005 (as per the board resolution passed)	uo	(417,500)
Redemption of share		Redemption Date:		
Consideration issue	Price:	Issue and allotment Date:		
Others (Please specify)	Price:	Issue and allotment Date:		
		Total No. of ordinary shares/preference shares/other classes of shares	f shares	(417,500)
		increased/(decreased) during the month:	month:	

Authorised Signatory:

Name: Peter LEE Yip Wah

Title: Secretary

ote:

Remarks:

All information contained in this form may be reproduced and provided to other information vendors or users of market data at the sole discretion of the Stock Exchange without prior notification to the company/issuer. #a5411/forml.doc/sl

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE EXCHANGE")

			Case Nun	nber:	<u>.</u>
					By Fax/Hand
To: The Head of the Li The Listing Division The Stock Exchang	on	imited		Date: 2 June,	2005
Dear Sir,					
Name of Company:	Starlight Internat	tional Holdings	Limited (Stock Co	de : 0485)	
Description of Securi	ties: Ordinary S	hares			
A. Purchase Repo	<u>ort</u>				•
We hereby report the f	ollowing purchases	by our company	of the above secur	ities.	
Trading Day/Date	Number of Securities Purchased	Method of Purchase*	Price per Share or Highest Price <u>Paid \$</u>	HKD Lowest Price Paid \$	Total <u>Paid \$</u>
2 June, 2005	500,000	on the Exchange	0.6900	0.6900	345,000.00
Total	500,000				345,000.00
			imary listing is on		
	imber of such secu th to date (includin		on the Exchange in in A above)	(a)	700,000
	Exchange, on ano by general offer.	ther stock excha	ange (stating the n	arne of the excha	inge), by private
2. % of pre	vious months turno	over acquired this	month to date		9.095 %
	(a) x 1 7.696.	00)		

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Number of such securities purchased on the Exchange in the

	year to date (si	nce ordinary resolution)	_	(b) <u>2,352,500</u>
4.		e capital at time ordinary on the Exchange since di		
	((b) x 100 763,458,114)	0.308 %
accordance there have 2004 which were made	with the listing r been no material ch has been filed	ules of the Exchange en changes to the particular with the Exchange. We exchange were made in	titled "Rules Gover rs contained in the also confirm that a	e made on the Exchange were made in ming the Listing of Securities" and that Explanatory Statement dated 30 July, any purchases set out in A above which the domestic rules applying to purchases

C. Additional Information for company's whose primary listing is on another stock exchange

1.	Total number of such securities purchased on the Exchange in
	the month to date (including those reported in A above)

(a)_

% of previous months turnover acquired this month to date

3.

((a) x 100)
previous months turnover on the Exchange	

0.000 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully

Name: Lau Sak Hong for and on behalf of

Starlight International Holdings Limited

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE EXCHANGE")

					Case Nun	ber:	
1							By Fax/Hand
Th	he Listin	ng Division	ting Division n e of Hong Kong Lin	mited		Date: 1 June	, 2005
Dear S	Sir						
			torlight Intornati	onal Ualdinas I	imited (Stock Co.	do : 0495)	
		•	_		Limited (Stock Co	ue . 0403)	
Descr	iption c	of Securiti	es: Ordinary Sh	ares			
Α.	Purch	ase Repor	<u>t</u>				
We he	ereby rej	port the fo	llowing purchases	by our company	of the above secur	ities.	,
			Number of Securities	Method of	Price per Share or Highest Price	HKD Lowest Price	Total
Tradii	ng Day/I	<u>Date</u>	<u>Purchased</u>	Purchase*	Paid \$	Paid \$	Paid \$
1 June	e, 2005		200,000 0	on the Exchange	0.7000	0.6800	138,000.00
	Total		200,000				138,000.00
В.	<u>Additi</u>	onal Info	rmation for comp	any's whose pr	imary listing is on	the Exchange	
	1.		nber of such securi		on the Exchange in n A above)	(a)	200,000
*			xchange, on anothy general offer.	her stock excha	ange (stating the n	ame of the exch	nange), by private
	2.	% of prev	rious months turnov	ver acquired this	month to date		2.599 %
		((a) x 10 7,696,5	0 47)		

0.000 %

THE STOCK EXCHANGE OF HONG KONG LIMITED

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Number of such securities purchased on the Exchange in the

the month to date (including those reported in A above)

% of previous months turnover acquired this month to date

(a) x 100 previous months turnover on the Exchange

3.

	year to da	te (since ordinary resolution)	, and the second	(b) 1,852,500
4.		share capital at time ordinary named on the Exchange since dat		
	((b) x 100 763,458,114)	0.243 %
accordance there have 2004 wh were mad	e with the list been no mat ich has been t	ing rules of the Exchange enti erial changes to the particulars filed with the Exchange. We a stock exchange were made in a	tled "Rules Governing contained in the Exp lso confirm that any p	ade on the Exchange were made in g the Listing of Securities" and that blanatory Statement dated 30 July, purchases set out in A above which lomestic rules applying to purchases
C. Ad	ditional Info	mation for company's whose	primary listing is on	another stock exchange
1.	Total nun	nber of such securities purchas	ed on the Exchange in	n

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully

Name:

Signed

Lau Sak Hong for and on behalf of

Starlight International Holdings Limited

(a)



(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE EXCHANGE")

				Case Nun	nber:	
T	he Head of the I he Listing Divis he Stock Exchar		mited		Date: 31 Ma	By Fax/Hand
Dear	Sir.				Date. 31 Me	19 2003
	·	Starlight Internati	onal Holdings 1	Limited (Stock Co	de: 0485)	
		rities: Ordinary Sh	_			
A.	Purchase Rep	ort				
We h	ereby report the	following purchases	by our company	of the above secur	rities.	
Tradi	ng Day/Date	Number of Securities <u>Purchased</u>	Method of Purchase*	Price per Share or Highest Price <u>Paid \$</u>	HKD Lowest Price Paid \$	Total Paid \$
31 M	ay, 2005	240,000 c	on the Exchange	0.6800	0.6800	163,200.00
	Total	240,000				163,200.00
В.	1. Total n	formation for comp umber of such secur onth to date (including	ities purchased o	on the Exchange ir	1	417,500
*	Either on the	Exchange, on anot r by general offer.	•	,		
	-	revious months turno	ver acquired this	month to date		4.840 %
	((a) x 10 8,625,2	<u>10</u> 25)		



(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

3.		Number of such securities purchased on the Exchange in the year to date (since ordinary resolution)	ge in the (b) 1,652,500		
	4.	% of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution			
		((b) x 100) 763,458,114	0.216 %		
accord there h 2004 were n	ance have b which nade	confirm that the purchases set out in A above which were made with the listing rules of the Exchange entitled "Rules Governing the been no material changes to the particulars contained in the Explana h has been filed with the Exchange. We also confirm that any purc on another stock exchange were made in accordance with the dome at other exchange.	e Listing of Securities" and that atory Statement dated 30 July, hases set out in A above which		
C.	Addi	itional Information for company's whose primary listing is on and	other stock exchange		
	1.	Total number of such securities purchased on the Exchange in the month to date (including those reported in A above)	(a)0		
	2.	% of previous months turnover acquired this month to date			
		((a) x 100) previous months turnover on the Exchange	0.000 %		
accord confirm	ance n tha	confirm that the purchases set out in A above which were made with the listing rules of the Exchange entitled "Rules Governing the any purchases set out in A above which were made on another with the domestic rules applying to purchases made on that other excl	Listing of Securities". We also stock exchange were made in		
		Yours faithfull	у		

Name:

Signed

Lau Sak Kai for and on behalf of

Starlight International Holdings Limited

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE EXCHANGE")

					Case Nun	nber:	
							By Fax/Hand
		of the Lis ng Divisio	sting Division				
			e of Hong Kong Li	mited			
						Date: 17 Ma	y 2005
Dear	Sir,						
Name	e of Con	npany: S	Starlight Internati	onal Holdings I	Limited (Stock Co	de : 0485)	
Desci	ription (of Securit	ies: Ordinary Sh	ares			
A.	Purch	ase Repo	<u>rt</u>				
We h	ereby re	port the fo	ollowing purchases	by our company	of the above secur	ities.	
						HKD	
			Number of Securities	Method of	Price per Share or Highest Price	Lowest Price	Total
<u>Tradi</u>	ng Day/	<u>Date</u>	Purchased	Purchase*	Paid \$	Paid \$	Paid \$
17 M	ay, 2005	;	150,000	on the Exchange	0.6800	0.6800	102,000.00
	Total	and department of the second	150,000				102,000.00
В.	<u>Additi</u>	onal Info	rmation for comp	any's whose pri	imary listing is on	the Exchange	
	1.	Total nur	mber of such secur	ities purchased o	on the Exchange in		
			h to date (including	•			177,500
*			Exchange, on anot by general offer.	her stock excha	nge (stating the r	name of the exch	ange), by private
	2.	% of prev	vious months turno	ver acquired this	month to date	W 1944	2.058 %
		((a) x 10 8,625,2	0 25)		

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3.		of such securities purchased or te (since ordinary resolution)	the Exchange in th	e (b)	1,412,500
4.		share capital at time ordinary nired on the Exchange since da			
	((b) x 100)		
		763,458,114		6-1-5 ₀₋₁₋₁ -1-1-2-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-	0.185 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 30 July, 2004 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

C. Additional Information for company's whose primary listing is on another stock exchange

1.	Total number of s	uch securities	purchased on	the Exchange	in
	the month to date	(including tho:	se reported in A	A above)	(a)

(a)	0
Ψ,	

2. % of previous months turnover acquired this month to date

((a) x 100)
previous months	turnover on th	ne Exchange	

0.000 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully

Name:

Lau Sak Hong

for and on behalf of

Starlight International Holdings Limited

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE EXCHANGE")

					Case Nun	nber:	
Tl	he Listir	ng Division					By Fax/Hand
11	ne Stoci	c Exchange	e of Hong Kong Li	mitea		Date: 9 May	, 2005
Dear S	Sir,						
Name	of Cor	npany: S	Starlight Internati	onal Holdings l	Limited (Stock Co	de : 0485)	
Descr	iption (of Securiti	es: Ordinary Sh	ares			
A.		ase Repor					
We he				by our company	of the above secur	ities.	
	,	r	F	-,		HKD	
Tradii	ng Day/	<u>Date</u>	Number of Securities <u>Purchased</u>	Method of Purchase*	Price per Share or Highest Price <u>Paid \$</u>	Lowest Price Paid \$	Total Paid \$
9th M	lay, 200	5	27,500 0	on the Exchange	0.6900	0.6900	18,975.00
	Total	-11079	27,500				18,975.00
В.	Addit	ional Info	rmation for comp	any's whose pr	imary listing is on	the Exchange	
	1.		nber of such secur n to date (including		on the Exchange in A above)		27,500
*			exchange, on anot by general offer.	her stock excha	ange (stating the r	name of the exch	ange), by private
	2.	% of prev	rious months turno	ver acquired this	month to date		0.319 %
		((a) x 10 8,625,2				

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

3.		of such securities purchased on te (since ordinary resolution)	n the Exchange in th	e (b)	1,262,500
4.		d share capital at time ordinary uired on the Exchange since da			
	((b) x 100)		0.165 %
		763,458,114		***************************************	0.165 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 30 July, 2004, which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

C. Additional Information for company's whose primary listing is on another stock exchange

Total number of such securities purchased on the Exchange in the month to date (including those reported in A above)

 % of previous months turnover acquired this month to date
 (a) 0

 (a) x 100 0
 (b) previous months turnover on the Exchange

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

